

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

STANADYNE LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10207 (TMH)

(Jointly Administered)

Ref. Docket Nos. 245, 276, 393 & 425

NOTICE OF FILING OF FURTHER REVISED PROPOSED SALE ORDER

PLEASE TAKE NOTICE that on April 27, 2023, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of: (A) an Order (I) Scheduling a Hearing on the Approval of the Sale of All or Substantially All of the Debtors’ Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain Bidding Procedures and Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof, (III) Authorizing the Debtors to Enter into the Stalking Horse Purchase Agreement, and (IV) Granting Related Relief; and (B) an Order (I) Approving Asset Purchase Agreement, (II) Authorizing the Sale of All or Substantially All of the Debtors’ Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [Docket No. 245] (the “Sale Motion”)² with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that, on May 16, 2023, the Court entered that certain *Order (I) Approving Bidding Procedures, (II) Scheduling an Auction and a Sale Hearing, (III) Approving the Form and Manner of Notice Thereof, (IV) Establishing Notice and Procedures for the Assumption and Assignment and Sale of Contracts and Leases, and (V) Granting Related Relief* [Docket No. 276] (the “Bidding Procedures Order”). Pursuant to the Bidding Procedures Order, the Court scheduled a hearing to approve the Sale for July 10, 2023 at 10:00 a.m. (ET) (the “Sale Hearing”).

PLEASE TAKE FURTHER NOTICE that on June 21, 2023, the Debtors filed the *Notice of Proposed Sale Order* [Docket No. 393], which attached as Exhibit A thereto a proposed form of order approving the Sale Motion (the “Proposed Sale Order”).

¹ The debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number are: Stanadyne LLC (0378); Pure Power Technologies, Inc. (5202); Stanadyne PPT Holdings, Inc. (2594); and Stanadyne PPT Group Holdings, Inc. (1734). The Debtors’ headquarters are located at 405 White Street, Jacksonville, North Carolina 28546.

30521169.2 ² Capitalized terms used but not otherwise defined herein shall have the meaning given to them in the Sale Motion.

PLEASE TAKE FURTHER NOTICE that, on July 6, 2023, the Debtors filed the *Notice of Filing of Revised Proposed Sale Order* [Docket No. 425], which attached as Exhibit A thereto a revised Proposed Sale Order (the “Revised Proposed Sale Order”).

PLEASE TAKE FURTHER NOTICE that following negotiations between the Debtors, the Official Committee of Unsecured Creditors (the “Committee”), the Prepetition Agent and Purchaser, the Debtors have revised the Revised Proposed Sale Order (the “Further Revised Proposed Sale Order”) to capture agreements reached in connection with the proposed Sale.

PLEASE TAKE FURTHER NOTICE that, annexed to the Further Revised Proposed Sale Order attached hereto as Exhibit A, are the following exhibits:³

- Exhibit A to Further Revised Proposed Sale Order: Asset Purchase Agreement
- Exhibit B to Further Revised Proposed Sale Order: Final Cure Amounts
- Exhibit C to Further Revised Proposed Sale Order: Contracts with Unresolved Cure Amounts
- Exhibit D to Further Revised Proposed Sale Order: Settlement Term Sheet reflecting agreement reached among the Prepetition Agent, the Purchaser and the Committee

PLEASE TAKE FURTHER NOTICE that, for the convenience of the Court and all interested parties, a blackline comparing the Further Revised Proposed Sale Order against the Revised Proposed Sale Order is attached hereto as Exhibit B.

PLEASE TAKE FURTHER NOTICE that the Debtors intend to present the Further Revised Proposed Sale Order, in substantially the form attached hereto as Exhibit A, at the Sale Hearing. The Debtors reserve all rights to modify the Further Revised Proposed Sale Order at or prior to the Sale Hearing.

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30521169.2 ³ Except for the addition of Annex I to Exhibit A, Exhibits A, B, and C have not changed since the filing of the Revised Proposed Sale Order.

Dated: July 9, 2023
Wilmington, Delaware

YOUNG CONAWAY STARGATT &
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